THE REPUBLIC OF THE UNION OF MYANMAR

THE MYANMAR INVESTMENT COMMISSION

PERMIT

Sr. No.
Dated

Permit No. 648 /2013 Date 27 December 2013

The Myanmar Investment Commission issues this Permit under section 13(b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter MR. JAI PRAKASH BHARTIA

(b) Citizenship INDIAN

(c) Address 20, MANDEVILLE GARDEN, FLAT NO.3-D, KOLKATA-700019, INDIA.

(d) Name and Address of principal organization B.S. PROGRESSIVE PVT LTD. 3A, POLLOCK STREET, 1st FLOOR, KOLKATA-70001, INDIA

(e) Place of incorporation INDIA

(f) Type of business in which investment is to be made MANUFACTURING AND MARKETING OF VENEER AND PLYWOOD

(g) Place(s) at which investment is permitted PLOT NO.60,61,62,69,70&71, DAGON SEIK KAN INDUSTRIAL ZONE (2), DAGON SEIK KAN TOWNSHIP, YANGON REGION.

(h) Amount of foreign capital US$ 4.00 MILLION

(i) Period for bringing in foreign capital WITHIN 30 MONTHS

(j) Total amount of capital (Kyat) 4,765 MILLION (INCLUDING US$ 4.00 MILLION)

(k) Construction period 2 YEARS

(l) Permitted duration of investment 30 YEARS

(m) Form of investment JOINT VENTURE INVESTMENT

(n) Name of Company incorporated in Myanmar - AUSTINPLY MYANMAR PRIVATE LIMITED

Win Shein

Chairman

The Myanmar Investment Commission

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်

ခွင့်ပြုမိန့်

ဇာအမှတ် ....
ရက်စွဲ ....

ခွင့်ပြုမိန့်အမှတ် ၆၄၈/၂၀၁၃ — ၂၀၁၃ ခုနှစ်၊ ဒီဇ[illegible]ရက်

ပြည်ထောင်စုသမ္မတ မြန်မာနိုင်ငံတော်နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု ဥပဒေ ပုဒ်မ (၁၃)ပုဒ်မခွဲ(ခ) အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည် -

(က) ရင်းနှီးမြှုပ်နှံသူ/ကမကထပြုသူ၏အမည် — MR. JAI PRAKASH BHARTIA

(ခ) နိုင်ငံသား — INDIAN

(ဂ) နေရပ်လိပ်စာ — 20, MANDEVILLE GARDEN, FLAT NO. 3-D, KOLKATA-700019, INDIA.

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ — B.S. PROGRESSIVE PVT LTD. 3A, POLLOCK STREET, 1st FLOOR, KOLKATA-70001, INDIA

(င) ဖွဲ့စည်းရာအရပ် — အိန္ဒိယနိုင်ငံ

(စ) ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား — သစ်အချောထည်ထုတ်လုပ်ခြင်းနှင့် ရောင်းချခြင်း လုပ်ငန်း(သစ်ပါးလွှာ၊ အထပ်သား)

(ဆ) ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ) — မြေကွက်အမှတ်(၆၀,၆၁,၆၂,၆၉,၇၀,၇၁)၊ ဒဂုံဆိပ်ကမ်းစက်မှုဇုန်(၂)၊ ဒဂုံဆိပ်ကမ်းမြို့နယ်၊ ရန်ကုန်တိုင်းဒေသကြီး

(ဇ) နိုင်ငံခြားမတည်ငွေရင်း ပမာဏ — အမေရိကန်ဒေါ်လာ ၄.၀၀ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ — ကော်မရှင်ခွင့်ပြုမိန့်ရရှိပြီး ၃၀လ အတွင်း

(ည) စုစုပေါင်း မတည်ငွေရင်းပမာဏ(ကျပ်) — ကျပ်၄,၇၆၅သန်း (အမေရိကန်ဒေါ်လာ ၄.၀၀သန်းအပါအဝင်)

(ဋ) တည်ဆောက်မှုကာလ — ၂နှစ်

(ဌ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့် သက်တမ်း — ၃၀နှစ်

(ဍ) ရင်းနှီးမြှုပ်နှံမှုပုံစံ — ဖက်စပ်နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု

(ဎ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် ကုမ္ပဏီအမည် — AUSTINPLY MYANMAR PRIVATE LIMITED

(signature)

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

18/12

THE REPUBLIC OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION
Building No.(32), Nay Pyi Taw

Our ref : DICA-1/FI-866/2013(30542) Tel: 067- 406334, 406075
Date: 27 December 2013 Fax: 95-67-406333

Subject : Decision of the Myanmar Investment Commission on the Proposal for "Manufacturing and Marketing of Veneer and Plywood" under the name of Austinply Myanmar Private Ltd.

Reference: Austinply Myanmar Private Ltd. Letter dated (12.8.2013)

1. The Myanmar Investment Commission, at its meeting (30/2013) held on (26-11-2013) had approved the proposal for investment in "Manufacturing and Marketing of Veneer and Plywood" under the name of "Austinply Myanmar Private Ltd." submitted as a joint venture between B.S. Progressive Pvt Ltd. (80%) from India and National Export Import Co.,Ltd.(20%) from the Republic of the Union of Myanmar.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of the Republic of the Union of Myanmar Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to the said Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be 30 (thirty) years and extendable for 10 (ten) years 2 (two) times commencing from the date of signing of the Lease Agreement for land and building by mutual agreement between U Win Zaw Oo and Austinply Myanmar Private Ltd. At the end of the Lease period, Austinply Myanmar Private Ltd. shall remove all related materials on the plot of land except the building and unrecoverable things and shall be handed over to the lessor in good condition.

4. The annual rent for the land shall be US $ 172,608 (United States Dollar one hundred and seventy-two thousand, six hundred and eight only)

calculated at the rate of US $ 5.33 per square meter per year of the land measuring 32,374.848 square meter (8.00acres).

5. In issuing this "Permit," the Commission has granted, the followings, exemptions and reliefs as per Chapter XII, section 27(a),(h),(i) and (k) of the Republic of the Union of Myanmar Foreign Investment Law. Other exemptions and reliefs under section 27 shall have to be applied upon the actual performance of the project;

(a) As per section 27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial operation;

(b) As per section 27(h), exemption or relief from customs duty or other internal taxes or both on machineries, equipments, instruments, machinery components, spare parts and materials used in the business, which are imported as they are actually required for use during the period of construction of business;

(c) As per section 27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

(d) As per section 27(k), exemption or relief from commercial tax on the goods produced for export.

6. B.S. Progressive Pvt., Ltd.(India) shall have to sign joint venture agreement with National Export Import Co.,Ltd.(Myanmar) and Austinply Myanmar Private Ltd. shall have to sign the Land and Building Lease Agreement with U Win Zaw Oo. After signing such Agreement, (5) copies shall have to be forwarded to the Commission.

7. Austinply Myanmar Private Ltd. in consultation with the Department of Company Registration, Directorate of Investment and Company Administration shall have to be registered. After registration,(5) copies each of Certificate of Incorporation and Memorandum and Articles of Association shall have to be forwarded to the Commission.

8. Austinply Myanmar Private Ltd. shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit" it shall become null and void.

9. Austinply Myanmar Private Ltd. has to abide by Chapter X, Rule 58 and 59 of the Foreign Investment Rules for construction period.

10. As per Chapter X, Rule 61 of the Foreign Investment Rules extension of construction period shall not be granted more than one except it is due to unavoidable events such as natural disasters, instability, riots, strikes, emergency of State condition, insurgency and outbreak of wars.

11. As per Chapter X, Rule 63 of the Foreign Investment Rules, if the Austinply Myanmar Private Ltd. cannot construct completely in time during the construction period or extension period, the Commission will have to terminate the permit issued to the investor and there is no refund for the expenses of the project.

12. The commercial date of operation shall be reported to the Commission.

13. Austinply Myanmar Private Ltd. shall endeavour to meet the targets for production and export stated in the proposal as the minimum target.

14. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal in accordance with Chapter XI, section 24 and section 25 of the Republic of the Union of Myanmar Foreign

Investment Law and the Austinply Myanmar Private Ltd. has to follow the exisiting Labour Laws for the recruitment of staff and labour in accordance with Chapter XIII, Rule 84 of the Foreign Investment Rules.

15. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of the Republic of the Union of Myanmar Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rule 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I section 2 (i) of the said Law, other than foreign currency.

16. Whenever Austinply Myanmar Private Ltd. brings in foreign capital defined under Chapter I section 2 (i) of the said Law, other than foreign currency in the manner stated in paragraph 15 (b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

17. Austinply Myanmar Private Ltd. has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 and for transfer of local currency generated from the business to the local currency account opened at the bank by a citizen or a citizen-owned business in the State and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of citizen or citizen-owned business by submitting the sufficient

document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

18. Austinply Myanmar Private Ltd. shall report to the Commission for any alteration in the physical and financial plan of the project. Cost over run, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

19. Austinply Myanmar Private Ltd. shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct Environmental Inpact Assessment (EIA)process and an Environmental Management Plan (EMP) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity has to be prepared and submitted, and to perform activities in accordance with this EMP and to abide by the environmental policy, Environmental Conservation Law and other environmental related rules and procedures.

20. Austinply Myanmar Private Ltd. shall have to carry out the plantation and rehabilitation according to the plan submitted to the Forest Department to fulfill the raw materials requirement.

21. After getting permit from Myanmar Investment Commission, Austinply Myanmar Private Ltd. shall have to be registered at the Directorate of Industrial Supervision and Inspection.

22. Austinply Myanmar Private Ltd. shall have to abide by the Fire Services Department's rules, regulations, directives and instructions. Moreover, fire prevention measures shall have to undertake such as water storage tank, fire extinguishers and provide training to use the fire fighting equipments.

23. Payment of principal and interest of the loan(if any) as well as payment for import of raw materials and spare parts etc. shall only be made out of foreign exchange earnings and local sales of Austinply Myanmar Private Ltd.

24. Austinply Myanmar Private Ltd. in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII,Rules 79 and 80 of the Foreign Investment Rules.

Win Shein

(Win Shein)

Chairman

Austinply Myanmar Private Ltd.

cc: 1. Office of the Union Government of the Republic of the Union of Myanmar
2. Office of the Yangon Region Government
3. Ministry of National Planning and Economic Development
4. Ministry of Finance
5. Ministry of Commerce
6. Ministry of Construction
7. Ministry of Foreign Affairs
8. Ministry of Home Affairs
9. Ministry of Immigration and Population
10. Ministry of Labour, Employment and Social Security
11. Ministry of Electric Power
12. Ministry of Environmental Conservation and Forestry
13. Director General, Directorate of Investment and Company Administration
14. Director General, Customs Department
15. Director General, Internal Revenue Department

16. Managing Director, Myanma Foreign Trade Bank
17. Managing Director, Myanma Investment and Commercial Bank
18. Managing Director, Myanma Insurance
19. Managing Director, Myanma Electric Power Enterprise
20. Director General, Directorate of Trade
21. Director General, Immigration and National Registration Department
22. Director General, Directorate of Labour
23. Managing Director, Myanma Timber Enterprise
24. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry(UMFCCI)